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October 28, 2014

Via Certified Mail, Return Receipt Requested
Harrison H. Yoss
Lindsey Shine Lawrence
Thompson, Coe, Cousins & Irons LLP
700 N. Pearl Street, 25th Floor
Dallas, Texas 75201-2832

Re: In the United States District Court, For the Southern District of Texas, Houston Division, Civil Action
       No. 4:12-CV-00531; *Lexington Insurance Company v. Ace American Insurance Company*
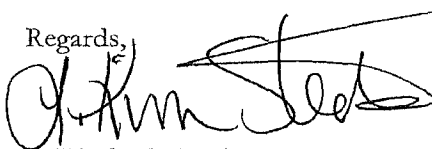   File No.: 01560-007808

Dear Counsel:

Pursuant to Southern District Local Rule 83.5, this will confirm our mutual agreement and understanding that Defendant ACE American Insurance Company ("ACE") will withdraw its Opposition to Plaintiff Lexington Insurance Company's ("Lexington") Motion for Leave to File Third Amended Complaint in exchange for which Lexington agrees not to contest the fact of exhaustion of the ACE primary policy of insurance at issue in the above-referenced lawsuit on the basis of waiver, estoppel or other similar grounds. This will also confirm our mutual agreement and understanding that, upon execution of this letter agreement, ACE will file an appropriate notice with the Court withdrawing its previously-filed Opposition to Lexington's Motion for Leave to Amend.

If the foregoing accurately reflects our agreement, please sign in the space below to indicate your agreement and return a copy via email to kimberly.steele@sedgwicklaw.com or facsimile (469-227-8004) for filing with the Court.

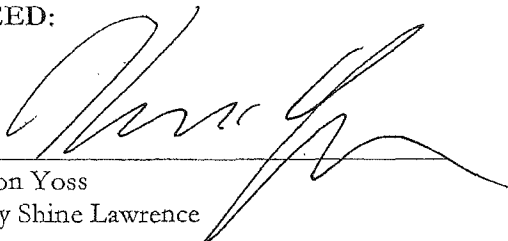Thank you for your professional courtesy in this regard.

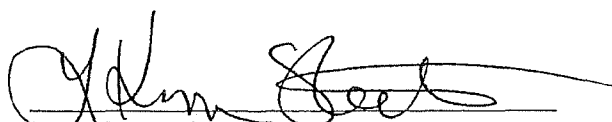Regards,

L. Kimberly Steele
Sedgwick LLP

LKS/jaf

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Harrison H. Yoss
October 28, 2014
Page 2

AGREED:

_____
Harrison Yoss
Lindsey Shine Lawrence

Attorneys for Plaintiff Lexington Insurance Company

_____
W. Neil Rambin
L. Kimberly Steele

Attorneys for Defendants ACE American Insurance Company and Sonny McCool

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